

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>FIELDWOOD ENERGY LLC, et al.,</b>  <b>Debtors.<sup>1</sup></b>	<b>§ § § § § § §</b>	<b>Chapter 11</b>  <b>Case No. 20-33948 (MI)</b>  <b>(Jointly Administered)</b>
--	--	---

**DECLARATION OF JONATHON TRAVIS IN SUPPORT OF APPLICATION  
OF DEBTORS FOR AUTHORITY TO EMPLOY AND RETAIN RYAN, LLC  
AS TAX CONSULTANT TO THE DEBTORS EFFECTIVE AS OF THE PETITION**

Pursuant to 28 U.S.C. § 1746, I, Jonathon Travis, hereby declare as follows:

1. I am a Principal at Ryan, LLC (“**Ryan**”), a leading global tax services firm with a place of business at Williams Tower, 2800 Post Oak Boulevard, Suite 4200, Houston, TX 77056.

2. I submit this declaration (the “**Travis Declaration**”) in support of the *Application of Debtors for Authority to Retain and Employ Ryan, LLC as Tax Consultant to the Debtors Effective as of the Petition Date* (the “**Application**”)<sup>2</sup> and *Motion of Debtors for Order Authorizing Debtors to File Ryan LLC Retention Application under Seal* (the “**Motion to Seal**”) filed the date hereof. Except as otherwise noted, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto.

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

3. To the extent any information disclosed herein requires amendment or modification upon my completion of further review or as additional information becomes available to me, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

#### **Ryan's Qualifications**

4. Ryan is a leading global tax services firm that provides a wide variety of tax advisory and consulting services. One of Ryan's specialties is minimizing the royalty liability of oil and gas companies. Ryan is providing or has provided these services to a number of E&P industry debtors during their chapter 11 cases. *See, e.g., In re Alta Mesa Resources, Inc.*, No. 19-35122 (MI) (Bankr. S.D. Tex. Oct. 21, 2019) (Docket No. 373) (order authorizing the employment and retention of Ryan, LLC as an ordinary course professional); *In re Sanchez Energy Corp.*, No. 19-34508 (MI) (Bankr. S.D. Tex. Oct. 8, 2019) (Docket No. 443) (order authorizing the employment and retention of Ryan, LLC as an ordinary course professional); *In re PetroQuest Energy, Inc.*, No. 18-363322 (DRJ) (Bankr. S.D. Tex. Jan. 20, 2019) (Docket No. 432) (order authorizing the employment and retention of Ryan, LLC as tax and financial consultant).

5. For these reasons, I believe that Ryan is well qualified and uniquely suited to act as tax consultants to the Debtors.

#### **Scope of Services**

6. Prior to the Petition Date, the Debtors and Ryan entered into the Engagement Letter, which governs the relationship among them. The terms and conditions of the Engagement Letter, as set forth below, were negotiated at arm's length and reflect the parties' mutual agreement as to the efforts and resources that will be required in connection with Ryan's engagement. The Engagement Letter provides that Ryan will assist the Debtors with minimizing

their federal oil and gas royalty liability. The services to be provided include, but are not limited to:

Retrospective Savings:

- Recalculation of the oil and gas transportation allowances in order to reduce the value subject to royalty;
- Recalculation of the gas processing allowances in order to reduce the value subject to royalty; and
- Royalty credits associated with reporting and other compliance issues (collectively, the “**Retrospective Savings Services**”).

Prospective Savings:

- Calculation of the monthly non-arm’s length oil and gas transportation allowances in order to reduce the value subject to royalty;
- Annually perform a recalculation of the non-arm’s length oil and gas transportation allowances; and
- Prepare and submit ONRR-2014 (Report of Sales and Royalty Remittance Form) amendment (collectively, the “**Prospective Savings Services**”).

2016 Rule Advisory Services:

- Research the potential impact of the 2016 Rule on the Debtors;
- Facilitate meetings between Ryan and the Debtors around the 2016 Rule; and
- Advise the Debtors with the preparation of any necessary prior period adjustments to the ONRR-2014 (collectively, the “**2016 Rule Advisory Services**” and, together with the Retrospective Savings Services and the Prospective Savings Services, the “**Services**”).

7. Ryan has substantial experience in all of the areas for which it is to be retained. Accordingly, I believe that Ryan is well qualified and best suited to perform these Services.

**No Duplication of Services**

8. The services provided by Ryan will complement, and not duplicate, the services to be rendered by any professional retained in these chapter 11 cases.

**Professional Compensation**

9. Ryan will be paid by the Debtors for its Services in accordance with the terms and conditions set forth in the Engagement Letter (the “**Fee Structure**”). The Fee Structure is best characterized as a contingent fee arrangement that compensates Ryan based on the amount of refunds, credits, and liability reductions realized by the Debtors. The Debtors request approval of the Fee Structure, which is described in the Engagement Letter as follows:

**Retrospective Savings:**

1. **Non-Adjudicated Claims:** In the event Ryan obtains any royalty refunds, credits, or liability reductions for [Debtors], [Debtors] agree to pay Ryan [REDACTED], the appropriate percentage, [REDACTED] of any such reductions that [Debtors] receive:

[REDACTED]

In addition, [Debtors] agree to pay Ryan such fee as outlined above, for [REDACTED] adjustments to a federal royalty account [REDACTED] applicable to the audit period. [Debtors] agree that Ryan’s fees shall be based upon the [REDACTED] and shall not be reduced by any existing liabilities of [Debtors] that may be applied or offset against such amounts. If [Debtors] obtain any royalty refunds, credits, or reductions for any other locations or affiliated entities applicable to the audit period using Ryan work products, [Debtors] agree to notify Ryan and pay Ryan as outlined herein.

2. **Adjudicated Claims:** In the event of any litigation or other adjudication of any claims or issues (an “**Adjudication**”), [Debtors] agree that Ryan has the right to engage legal counsel to represent [Debtors] at Ryan’s expense, subject to [Debtors’] approval. [Debtors] further agree not to unreasonably withhold such approval. In the event Ryan obtains any refunds, credits, or reductions as a result of an Adjudication, [Debtors] agree to pay Ryan [REDACTED] the appropriate percentage [REDACTED] of any royalty refunds, credits, or reductions [Debtors] receive as a result of the Adjudication,

[REDACTED] Our fee for the savings recovered in an Adjudication will be invoiced on the date in which a final, non-appealable judgment is obtained in the Adjudication.

3. Follow-On Claims: In the event Ryan obtains any refunds, credits, or reductions as a result of an Adjudication, and, within the following twelve (12) production months [Debtors] receive any royalty refunds, credits, or reductions in connection with other transactions due to substantially the same legal issue(s) as matters resolved in favor of [Debtors] in the Adjudication, [Debtors] agree to pay Ryan [REDACTED]

[REDACTED] the appropriate percentage, [REDACTED], of any royalty refunds, credits, or reductions, [REDACTED] through the date in which a final, non-appealable judgment is obtained in the Adjudication, regardless of whether obtained by Ryan.

Prospective Savings:

[Debtors] agree to pay Ryan and hereby assigns to Ryan, as compensation for this service, [REDACTED]

[REDACTED] . Ryan's invoice for Prospective Savings received or realized by [Debtors] will be invoiced at the time the original royalty report is filed.

[REDACTED]

[REDACTED]

[REDACTED]

11. I believe the Fee Structure is consistent with, and typical of, other compensation arrangements entered into by Ryan and other comparable firms for similar services under like circumstances. Thus, I believe that the Fee Structure is reasonable, market-based and designed to fairly compensate Ryan for its work during these chapter 11 cases.

12. Ryan has secured for the Debtors refunds, credits, and/or reductions prior to the Petition Date. As a result, Ryan has a scheduled claim of \$486,324 for Services rendered prepetition.

### **Ryan's Disinterestedness**

13. Ryan, a Delaware limited liability company, refers to the global organizational network and may refer to one or more of the member firms of Ryan International, each of which is a separate legal entity. Ryan is an award-winning global tax services and software provider, and the largest such firm in the world dedicated exclusively to business taxes. With global headquarters in Dallas, Texas, Ryan provides an integrated suite of federal, state, local, and international tax services on a multijurisdictional basis, including tax recovery, consulting, advocacy, compliance, and technology services. Ryan's multidisciplinary team of more than 2,800 professionals and associates serves over 17,000 clients in more than 60 countries around the world, including many of the world's most prominent Global 5000 companies.

14. In connection with its proposed retention by the Debtors in these chapter 11 cases, Ryan undertook a review to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Ryan obtained from the Debtors and/or their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (**"Potential Parties in Interest"**).<sup>3</sup> A search was performed for connections to the Potential Parties in Interest. Based on that review and search, Ryan represents that, to the best of its knowledge, Ryan knows of no fact

---

<sup>3</sup> The Potential Parties in Interest searched by Ryan are substantially similar to the Potential Parties in Interest disclosed at Docket No. 407. The Potential Parties in Interest searched by Ryan, however, includes Chaffe McCall LLP, McGuire Woods LLP, and Milorad Raicevic.

or situation that would represent a conflict of interest for Ryan with regard to the Debtors. Ryan, however, wishes to disclose the following:

- ABSG Consulting Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Acadian, an affiliate of Acadian Ambulance Service and Acadian Contractors Inc, is a current or former client of Ryan in matters unrelated to the Debtors.
- ADP Personnelview B.V., an affiliate of ADP, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Advanced Explorations Inc., an affiliate of Advanced Graphic Engraving LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Advantage Oil & Gas Ltd., an affiliate of Advantage Resourcing, is a current or former client of Ryan in matters unrelated to the Debtors.
- Air Liquide Industrial U.S. LP, an affiliate of Air Liquide Large Industries U.S. LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Alston & Bird LLP is a current or former professional service provider and client of Ryan in matters unrelated to the Debtors.
- American Bureau of Shipping is a current or former client of Ryan in matters unrelated to the Debtors.
- American Insurance Acquisition, Inc., an affiliate of American International Group UK Ltd., is a current or former client of Ryan in matters unrelated to the Debtors.
- Amoco Production Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Anadarko Petroleum Corporation, an affiliate of Anadarko US Offshore, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Antero Resources is a current or former client of Ryan in matters unrelated to the Debtors.

- Apache Corporation, an affiliate of Apache Offshore Investment GP and Apache GOM Pipeline, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Arena Energy, an affiliate of Arena Energy LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Arrowood Indemnity Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Ashland Inc., an affiliate of Ashland Oil, Inc., et al., is a current or former client of Ryan in matters unrelated to the Debtors.
- Atlantic Realty Companies, Inc., an affiliate of Atlantic Richfield Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- AT&T Corp. is a current or former client of Ryan in matters unrelated to the Debtors.
- AT&T Communications/Wisconsin Operations, an affiliate of AT&T Corp., is a current or former client of Ryan in matters unrelated to the Debtors.
- AT&T Internet Services, an affiliate of AT&T Mobility, is a current or former client of Ryan in matters unrelated to the Debtors.
- Atlantic Realty Companies, Inc., an affiliate of Atlantic Ritchfield Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Axip Energy Services, an affiliate of Axip Energy Services LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Bader Development, an affiliate of Badger Oil Corporation, is a current or former client of Ryan in matters unrelated to the Debtors.
- Bank of America, N.A. is a current or former client of Ryan in matters unrelated to the Debtors.
- Barrett Management Services, Inc., an affiliate of Barrett Resources Corporation, is a current or former client of Ryan in matters unrelated to the Debtors.
- Behringer Harvard, an affiliate of Behringer Harvard Briarlake Plaza Owner, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.

- Berkley Insurance Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Berkshire Group, an affiliate of Berkshire Hathaway, is a current or former client of Ryan in matters unrelated to the Debtors.
- Berkshire Hathaway Inc., an affiliate of Berkshire Hathaway Specialty Insurance Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- BHP Billiton Canada Inc., an affiliate of BHP Billiton Petroleum (Deepwater) Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Black Elk Energy Offshore Operations, LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- BlackWell Exploration & Development, LLC, an affiliate of Blackwell Partners LLC – Series A c/o Mudrick Capital Management LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- BlueCross BlueShield of Tennessee, Inc., an affiliate of BlueCross BlueShield of Texas, is a current or former client of Ryan in matters unrelated to the Debtors.
- BP America Production Company is a current or former client of Ryan in matters unrelated to the Debtors.
- BP Corporation North America Inc., an affiliate of BP Energy Company and BP Exploration & Oil Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Buckeye Partners, L.P. is a current or former client of Ryan in matters unrelated to the Debtors.
- Bureau Veritas North America, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Cabot Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Cabot Oil & Gas Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Callon Petroleum Company, an affiliate of Callon Petroleum Operating Company, et al., is a current or former client of Ryan in matters unrelated to the Debtors.

- Cameron International Corporation, an affiliate of Cameron Telephone Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Capital One N.A. is a current or former client of Ryan in matters unrelated to the Debtors.
- The Carlyle Group L.P. is a current or former client of Ryan in matters unrelated to the Debtors.
- Catapult Environmental Inc., an affiliate of Catapult Exploration, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Centennial Resource Development, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Chevron Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Chevron Marine Products LLC, an affiliate of Chevron Natural Gas and Chevron Oil Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Chevron Pipe Line Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Chevron U.S.A. Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Chubb Limited is a current or former client of Ryan in matters unrelated to the Debtors.
- Cintas Corporation, an affiliate of Cintas Corporation No. 2, is a current or former client of Ryan in matters unrelated to the Debtors.
- Citibank, N.A. is a current or former client of Ryan in matters unrelated to the Debtors.
- CL&F Operating LLC, an affiliate of CL&F Resources LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Clariant Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Clarivate Analytics, an affiliate of Clarivate Analytics (US) LLC, is a current or former client of Ryan in matters unrelated to the Debtors.

- ConocoPhillips Canada Resources Corporation, an affiliate of ConocoPhillips Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Contango Oil & Gas Company, an affiliate of Contango Operators Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Cox Operating LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Crown Central Petroleum Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- CSI Global Education Inc., an affiliate of CSI Technologies LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Cypress Creek Renewables, an affiliate of Cypress Engine Accessories LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- DCP Midstream, an affiliate of DCP Midstream LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- DCP Midstream, LP, an affiliate of DCP Mobile Bay Processing LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Deloitte Tax, an affiliate of Deloitte Tax LLP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Deutsche Bank Canada, an affiliate of Deutsche Bank Commodities, is a current or former client of Ryan in matters unrelated to the Debtors.
- Deutsche Bank Govt Securities, an affiliate of Deutsche Bank Trust Company Americas, is a current or former client of Ryan in matters unrelated to the Debtors.
- Devon Energy Production Company, L.P. is a current or former client of Ryan in matters unrelated to the Debtors.
- Diamond S Energy Company, an affiliate of Diamond Shamrock Offshore Partners Limited Partnership, is a current or former client of Ryan in matters unrelated to the Debtors.
- DIRECTV is a current or former client of Ryan in matters unrelated to the Debtors.

- Diversified Capital, an affiliate of Diversified Credit Portfolio Ltd., is a current or former client of Ryan in matters unrelated to the Debtors.
- Diversified Partners Development LLC, an affiliate of Diversified Real Asset CIT, is a current or former client of Ryan in matters unrelated to the Debtors.
- Dominion Exploration & Production, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Dresser is a current or former client of Ryan in matters unrelated to the Debtors.
- Dresser, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- DTE Energy, an affiliate of DTE Energy Trading, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- DXP Enterprises, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- DynaEnergetics US, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Dynamic Hospitality and Entertainment Group, an affiliate of Dynamic Offshore Resources LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Dynamic Offshore Resources NS, LLC is a prospective client of Ryan. No services have been provided.
- Dynamic Offshore Resources, LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Eaton Group, LLC, an affiliate of Eaton Vance CLO 2013-1 Ltd. c/o Eaton Vance Management, is a current or former client of Ryan in matters unrelated to the Debtors.
- Eaton Vance Corporation, an affiliate of Eaton Vance Management and Eaton Vance Floating Rate Income Plus Fund, is a current or former client of Ryan in matters unrelated to the Debtors.
- El Paso Production Company is a current or former client of Ryan in matters unrelated to the Debtors.

- Enerflex Energy Systems Inc is a current or former client of Ryan in matters unrelated to the Debtors.
- Energy Development Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Energy XXI is a current or former client of Ryan in matters unrelated to the Debtors.
- Energy XXI Gulf Coast, Inc., an affiliate of Energy XXI Onshore, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- EnPro Industries, Inc., an affiliate of Enpro Subsea Limited, is a current or former client of Ryan in matters unrelated to the Debtors.
- Enterprise Products Operating LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- EOG Resources, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- EP Energy Company, LP, an affiliate of EP Energy Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- EPIC Companies, an affiliate of Epic Companies, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Ernst & Young LLP is a current or former client of Ryan in matters unrelated to the Debtors.
- Eugene B. Smith & Company, Inc., an affiliate of Eugene S. Wissinger, is a current or former client of Ryan in matters unrelated to the Debtors.
- Everest Properties, Inc., an affiliate of Everest Re, is a current or former client of Ryan in matters unrelated to the Debtors.
- ExxonMobil, an affiliate of ExxonMobil Corporation and Exxonmobil Pipeline Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Exxon Mobil Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Fairfield Development, Inc., an affiliate of Fairfield Industries, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.

- Federal Express Corporation is a current or former professional service provider and client of Ryan in matters unrelated to the Debtors.
- Federated Insurance Company of Canada, an affiliate of Federated Investment, is a current or former client of Ryan in matters unrelated to the Debtors.
- Fidelity Institutional Asset Management, an affiliate of Fidelity Investments, is a current or former client of Ryan in matters unrelated to the Debtors.
- Fieldwood Energy LLC, an affiliate of Fieldwood Coöperatief U.A. and Fieldwood Energy Inc., is a current or former client of Ryan in matters unrelated to the Debtors. Ryan provided professional tax consulting services to Fieldwood Energy LLC related to Severance Tax/Royalty. “Support Activities for Oil and Gas Operations to the Client.”
- Florida Power & Light Company (FPL), an affiliate of Florida Power & Light Company c/o Eaton Vance Management, is a current or former client of Ryan in matters unrelated to the Debtors.
- FMC Technologies Canada Ltd., an affiliate of FMC Technologies Inc. and FMC Technologies Surface Integrated Services, is a current or former client of Ryan in matters unrelated to the Debtors.
- Foresight Development Group, Inc., an affiliate of Foresight Energy LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Forest Oil Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Freeport McMoRan El Paso Rod Mill, an affiliate of Freeport-McMoRan and Freeport McMoran Oil & Gas LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Frontier Development LLC, an affiliate of Frontier Drilling ASA, is a current or former client of Ryan in matters unrelated to the Debtors.
- GE Oil & Gas Canada, an affiliate of GE Oil & Gas Compression Systems, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Goldman Sachs & Company, an affiliate of Goldman Sachs Bank USA, is a current or former client of Ryan in matters unrelated to the Debtors.
- Goldman Sachs & Co. LLC is a current or former client of Ryan in matters unrelated to the Debtors.

- Goldman Sachs Group, Inc., affiliate of The Goldman Sachs Group, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Goldman Sachs Group, Inc., an affiliate of Goldman, is a current or former client of Ryan in matters unrelated to the Debtors.
- Great American Insurance Company, an affiliate of Great American Insurance Group, is a current or former client of Ryan in matters unrelated to the Debtors.
- Gulf Chemical & Metallurgical Corporation, an affiliate of Gulf Coast Oil Properties, is a current or former client of Ryan in matters unrelated to the Debtors.
- Gulf Marine Fabricators, an affiliate of Gulf Oil Corporation, is a current or former client of Ryan in matters unrelated to the Debtors.
- Gulf Polymers Distribution Company FZCO, an affiliate of Gulf Refining Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Gulf South Pipeline Company, an affiliate of Gulf South Services Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Gulfport Energy Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Halliburton Energy Services, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Hamilton & MacAvery CPAs, an affiliate of Hamilton/Hamilton Insurance DAC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Harris County Tax Assessor-Collector (TX) is a taxing authority acting as an adverse party to Ryan and a taxing authority to current and former Ryan clients in matters unrelated to the Debtors.
- Helix Energy Solutions Group Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Hilcorp Energy Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Hill & Knowlton Strategies, an affiliate of Hill & Knowlton Strategies LLC, is a current or former client of Ryan in matters unrelated to the Debtors.

- Holland & Knight LLP is a current or former client of Ryan in matters unrelated to the Debtors.
- Hoover Offshore, LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Hub International Grp Northeast Inc, an affiliate of Hub International Gulf South Limited, is a current or former client of Ryan in matters unrelated to the Debtors.
- Hunt Oil Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Hunting Energy Services, an affiliate of Hunting Energy Services, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Ignition Incorporated, an affiliate of Ignition System & Controls Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- IHS Global Canada Limited, an affiliate of IHS Global Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- The United States Internal Revenue Service (“IRS”) is an adverse party and the taxing authority to current and former Ryan clients in matters unrelated to the Debtors. The IRS is also an adverse party and the taxing authority for matters in which Ryan is providing tax consulting services to the Debtors, as more particularly set forth in the retention application.
- Invesco Real Estate, an affiliate of Invesco Senior Income Trust, is a current or former client of Ryan in matters unrelated to the Debtors.
- Island One Resorts Hospitality Group, an affiliate of Island Operating Company Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Italian Connection, Inc., an affiliate of ITC Global, is a current or former client of Ryan in matters unrelated to the Debtors.
- Jeffries Financial Group Inc., an affiliate of Jeffries Holdings, is a current or former client of Ryan in matters unrelated to the Debtors.
- JLT Holdings, LP, an affiliate of JLT Specialty Insurance Services Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- JNL Trading Company, LLC, an affiliate of JNL/Blackrock Global, is a current or former client of Ryan in matters unrelated to the Debtors.

- JPMorgan Chase & Co., an affiliate of JPMorgan Chase Bank, N.A., is a current or former client of Ryan in matters unrelated to the Debtors.
- Kaiser Foundation Health Plan, Inc., an affiliate of Kaiser Foundation Hospitals, is a current or former client of Ryan in matters unrelated to the Debtors.
- Kaiser Permanente, an affiliate of Kaiser Permanente Group, is a current or former client of Ryan in matters unrelated to the Debtors.
- KBC Advanced Technologies, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Kerr-McGee Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Kinder Morgan Energy, Inc., an affiliate of Kinder Morgan Kansas, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- KPMG LLP is a current or former client of Ryan in matters unrelated to the Debtors.
- Kronos, Inc., an affiliate of Kronos, International, is a current or former client of Ryan in matters unrelated to the Debtors.
- Liberty Mutual Insurance Company, an affiliate of Liberty Mutual Insurance Europe SE, is a current or former client of Ryan in matters unrelated to the Debtors.
- Liberty Oilfield Services, an affiliate of Liberty Oilfield Services Holdings LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Liberty Resources, an affiliate of Liberty Resources II, is a current or former client of Ryan in matters unrelated to the Debtors.
- LLOG Exploration Company, L.L.C., an affiliate of LLOG Exploration Offshore, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Lobo Oil, an affiliate of Lobo Operating Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Louisiana Department of Revenue is a taxing authority acting as an adverse party to Ryan and a taxing authority to current and former Ryan clients in matters unrelated to the Debtors.

- Louisiana Mid-Continent Oil and Gas Association is a current or former client of Ryan in matters unrelated to the Debtors.
- The Lubrizol Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Macquarie Global Services (USA) LLC, an affiliate of Macquarie Group, is a current or former client of Ryan in matters unrelated to the Debtors.
- Magellan Investment Partners, an affiliate of Magellan Midstream Partners, L.P., is a current or former client of Ryan in matters unrelated to the Debtors.
- Magnolia Oil & Gas Operating LLC, an affiliate of Magnolia Petroleum Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Magnum Holdings, Inc., an affiliate of Magnum Hunter Production, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Marathon Oil (East Texas) L.P., an affiliate of Marathon Oil Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Mars Information Services Inc, an affiliate of Mars Offshore Technology Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Marsh Management Services, Inc., an affiliate of Marsh USA Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Masco Corporation, an affiliate of Masco Operators Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Massachusetts Mutual Life Insurance Company is a current or former client of Ryan in matters unrelated to the Debtors.
- McGinnis Lochridge, an affiliate of McGinnis Lochridge LLP, is a current or former client of Ryan in matters unrelated to the Debtors.
- McKinsey & Company Canada, an affiliate of McKinsey & Company Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Microsoft Corporation, an affiliate of Microsoft Licensing, GP, is a current technology and software service provider and supplier, as well as a current or former client of Ryan in matters unrelated to the Debtors.
- Morgan Stanley is a current or former client of Ryan in matters unrelated to the Debtors.

- Murphy Constructors Inc., an affiliate of Murphy Exploration & Production Company – USA, is a current or former client of Ryan in matters unrelated to the Debtors.
- Murphy Investment Ltd. and its subsidiaries, which are affiliates of Murphy Oil Company, are current or former clients in matters unrelated to the Debtors.
- Murphy Oil Corporation, an affiliate of Murphy Oil USA, Inc. et al., is a current or former client of Ryan in matters unrelated to the Debtors.
- Nabors Offshore Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- National Oilwell Varco, Inc., an affiliate of National Oilwell Varco, LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Noble Drilling Services, Inc., an affiliate of Noble Energy, is a current or former client of Ryan in matters unrelated to the Debtors.
- Noble Energy, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Northern Natural Gas Company is a current or former client of Ryan in matters unrelated to the Debtors.
- NorthWestern Corporation (NorthWestern Energy), an affiliate of Northwestern Mutual Life Insurance Company, Northwestern Mutual Life, and Northern Resources, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Nuveen Real Estate, an affiliate of Nuveen Senior Income Fund, is a current or former client of Ryan in matters unrelated to the Debtors.
- Offshore Logistics, Inc., an affiliate of Offshore Oil Scouts Association, is a current or former client of Ryan in matters unrelated to the Debtors.
- Osprey Media LP, an affiliate of Osprey Petroleum Partners LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Peregrine Oil & Gas II, LLC, an affiliate of Peregrine Oil & Gas LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Permian Tank & Manufacturing, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.

- PetroQuest Energy, Inc., an affiliate of Petroquest Energy LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Philadelphia Indemnity Insurance Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Phillips 66 is a current or former client of Ryan in matters unrelated to the Debtors.
- Phillips Petroleum Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Phoenix Energy Services Inc., an affiliate of Phoenix Exploration, is a current or former client of Ryan in matters unrelated to the Debtors.
- Phoenix Exploration Company LP is a current or former client of Ryan in matters unrelated to the Debtors.
- Phoenix Industrial Maintenance Ltd., an affiliate of Phoenix International Holding, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Pioneer Well Services LLC, an affiliate of Pioneer Wireline Services, is a current or former client of Ryan in matters unrelated to the Debtors.
- Placid Refining Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Plains Exploration & Production Company (PXP), an affiliate of Plains Marketing LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- PricewaterhouseCoopers International Limited, an affiliate of Pricewaterhousecoopers LLP, is a current or former client of Ryan in matters unrelated to the Debtors.
- Principal Financial Group, Inc., an affiliate of Principal Funds Inc. – Diversified Real Asset Fund, is a current or former client of Ryan in matters unrelated to the Debtors.
- Pro Pacific Fresh, an affiliate of Probe Resources US Ltd., is a current or former client of Ryan in matters unrelated to the Debtors.
- Refinitiv, an affiliate of Refinitiv US LLC, is a current or former professional service provider and client of Ryan in matters unrelated to the Debtors.

- Reliant Energy Retail Holdings, LLC, an affiliate of Reliant Energy Retail Services, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Republic Services Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Ridgewood Energy, an affiliate of Ridgewood Energy Corporation and Ridgewood Energy ILX Holdings, is a current or former client of Ryan in matters unrelated to the Debtors.
- Riverstone Capital Group, an affiliate of Riverstone Credit Opportunities, Riverstone Holdings, LLC, and Riverstone Energy V FW II Holdings-D LP, is a current or former client of Ryan in matters unrelated to the Debtors.
- RiverStone Resources LLC, an affiliate of Riverstone V FW Coinvest Holdings LP, Riverstone Holdings LLC, and Riverstone Sparta Coöperatief U.A., is a current or former client of Ryan in matters unrelated to the Debtors.
- Rowan Companies, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Ryan, LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Samedan Oil Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- SandRidge Energy, Inc., an affiliate of SandRidge Energy Offshore, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- SCANA Corporation, an affiliate of Scana Energy Marketing Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Schlumberger Limited Inc., an affiliate of Schlumberger Technology Corporation, is a current or former client of Ryan in matters unrelated to the Debtors.
- Scientific Drilling International, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Seneca Resources Corporation is a current or former client of Ryan in matters unrelated to the Debtors.
- Sentry Insurance a Mutual Company is a current or former client of Ryan in matters unrelated to the Debtors.

- Shamrock Investments, an affiliate of Shamrock Management LLC (d/b/a Shamrock Energy Solutions), is a current or former client of Ryan in matters unrelated to the Debtors.
- Shell Commercial Investment Real Estate, an affiliate of Shell Exploration and Production Company, and Shell Offshore Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Shell Oil Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Shell Oil Products, an affiliate of Shell Pipeline Company LP and Shell Trading Risk Management, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Solar Turbines Incorporated is a current or former client of Ryan in matters unrelated to the Debtors.
- Spinnaker Exploration Co. LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Stallion Investments, LLC, an affiliate of Stallion Oilfield Services Ltd., is a current or former client of Ryan in matters unrelated to the Debtors.
- Stonebridge Companies, an affiliate of Stonebridge Consulting, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Subsea 7 (US) LLC, an affiliate of Subsea 7 US LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Superior Energy Management, Division of Superior Plus Inc., an affiliate of Superior Energy Services LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Swiss Re, an affiliate of Swiss Re International, is a current or former client of Ryan in matters unrelated to the Debtors.
- Targa Sound Terminal LLC, an affiliate of Targe Energy LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Talos Energy Inc., an affiliate of Talos ERT LLC, Talos Energy Offshore, LLC, and Talos Energy LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Talos Production LLC, an affiliate of Talos Resources LLC, is a current or former client of Ryan in matters unrelated to the Debtors.

- Tana Exploration Company, LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Targa Sound Terminal LLC, an affiliate of Targe Energy LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Tennessee Gas Pipeline Company, an affiliate of Tennessee Gas Transmission Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Tetra Pak Inc., an affiliate of TETRA Technologies Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Texaco Chemical Company, an affiliate of Texaco Exploration and Production, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Texaco, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Three Rivers Operating Company III, LLC, an affiliate of Three Rivers Operating Company LLC, is a current or former client of Ryan in matters unrelated to the Debtors.
- Tibco Software, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Toshiba America, Inc., an affiliate of Toshiba Financial Services, is a current or former client of Ryan in matters unrelated to the Debtors.
- Transocean Offshore Deepwater Drilling, Inc., an affiliate of TransOcean Oil, Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Trinity River Energy LLC is a current or former client of Ryan in matters unrelated to the Debtors.
- Union Energy Limited Partnership, an affiliate of Union Exploration Partners, Ltd., is a current or former client of Ryan in matters unrelated to the Debtors.
- Union Investment, an affiliate of Union Oil Company of California, is a current or former client of Ryan in matters unrelated to the Debtors.
- Union Pacific Resources Company is a current or former client of Ryan in matters unrelated to the Debtors.

- UPS Freight Services, Inc., an affiliate of UPS Midstream Service Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- US Bank NA, an affiliate of US Bank National Association, is a current or former client of Ryan in matters unrelated to the Debtors.
- Valero Marketing and Supply Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Venture Properties, an affiliate of Venture VII CDO Limited, is a current or former client of Ryan in matters unrelated to the Debtors.
- Verizon Wireless is a current or former client of Ryan in matters unrelated to the Debtors.
- Vision Service Plan, an affiliate of Vision Service Plan Insurance Company, is a current or former client of Ryan in matters unrelated to the Debtors.
- Vistra Energy Corp., an affiliate of Vistra Management Services, is a current or former client of Ryan in matters unrelated to the Debtors.
- W&T Offshore, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Wagner Oil Company is a current or former client of Ryan in matters unrelated to the Debtors.
- Waste Management, Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Wells Fargo Commodities, LLC, an affiliate of Wells Fargo Financial Leasing Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Welltec Inc. is a current or former client of Ryan in matters unrelated to the Debtors.
- Williams Energy Inc., an affiliate of Williams Energy Marketing, is a current or former client of Ryan in matters unrelated to the Debtors.
- Willis Towers Watson is a current or former client of Ryan in matters unrelated to the Debtors.
- Willis Towers Watson ULC, an affiliate of Willis Towers Watson US, LLC, is a current or former client of Ryan in matters unrelated to the Debtors.

- Wilmington Savings Funds Society, an affiliate of Wilmington Trust, N.A., is a current or former client of Ryan in matters unrelated to the Debtors.
- XTO Energy, Inc., an affiliate of XTO Offshore Inc., is a current or former client of Ryan in matters unrelated to the Debtors.
- Zurich American Insurance Company, an affiliate of Zurich American Insurance Company of Illinois, is a current or former client of Ryan in matters unrelated to the Debtors.

15. To the best of my knowledge, information and belief after reasonable inquiry, other than as disclosed in this Declaration, neither I, Ryan, nor any of our other professionals or employees participating in or connected with Ryan's engagement with the Debtors: (i) have any connection with the United States Trustee, any employee in the Office of the U.S. Trustee, or any United States Bankruptcy Judge for the Southern District of Texas; (ii) are direct holders of any of the Debtors' securities; (iii) have been retained to assist any entity or person other than the Debtors on matters relating to, or in direct connection with, these chapter 11 cases; or (iv) have any connection with or hold or represent any interest adverse to the Debtors, their estates, their creditors or any other interested party or their respective attorneys in the matters on which Ryan is to be retained. In addition, I do not believe that any relationship that Ryan, or any of our professionals or employees participating in or connected with Ryan's engagement with the Debtors may have with any interested party in connection with any unrelated matter will interfere with or impair Ryan's representation of the Debtors in these chapter 11 cases.

16. In accordance with section 504 of the Bankruptcy Code and Bankruptcy Rule 2016, neither I nor Ryan have entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in these chapter 11 cases, (a) for the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (b) for payment of such compensation from the assets of the estates in excess of the compensation

allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (c) for payment of compensation in connection with these chapter 11 cases other than in accordance with the applicable provisions of the Bankruptcy Code.

17. Based on all of the foregoing, I believe Ryan is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

18. If Ryan discovers additional information that requires disclosure, Ryan will promptly file a supplemental disclosure with this Court as required by Bankruptcy Rule 2014. Ryan reserves the right to supplement this Declaration in the event that Ryan discovers any facts bearing on matters described in this Declaration regarding Ryan’s employment by the Debtors.

#### **Motion to Seal**

19. I believe that Ryan’s fee arrangement information contained in the Engagement Letter (the “**Protected Information**”) falls within the scope of commercial information that may be protected by the Court pursuant to section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018. If the terms of Ryan’s compensation were publicly disclosed, competitors could use the information to unfairly benefit by soliciting work from Ryan’s clients at a lower cost. Disclosure of the Protected Information would also put Ryan at a distinct competitive disadvantage by constraining its ability to negotiate fees in future engagements. In addition, Ryan is currently a plaintiff in a lawsuit filed in Harris County District Court, State of Texas (the “**Texas Lawsuit**”), where it is alleged a direct competitor of Ryan improperly obtained Ryan’s confidential and sensitive fee arrangements to solicit work from Ryan’s clients at a lower cost. The consulting services involved in the Texas Lawsuit are the same services for which the Debtors seek to retain Ryan in this case. Therefore, I believe that permitting the Debtors to file the Ryan Retention

Application under seal would greatly reduce the risk that competitors could use Ryan's fee arrangement with the Debtors to gain an unfair competitive advantage over Ryan.

20. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 10, 2021  
New York, NY

/s/ Jonathan Travis  
Jonathon Travis  
Ryan, LLC